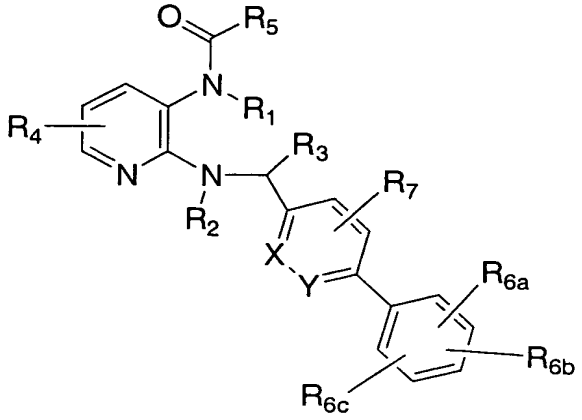
WHAT IS CLAIMED IS:

1. A compound of formula I:



I

wherein

X and Y are each CH, or one is CH and the other is N;

R_1 and R_2 are independently selected from

(1) hydrogen and

(2) C_{1-4} alkyl;

R_3 is selected from

(1) hydrogen, and

(2) C_{1-4} alkyl optionally substituted with 1 to 4 groups selected from halogen, CO_2R^a, OR^a, COR^a and cyano;

R_4 is selected from

(1) hydrogen,

(2) nitro,

(3) halogen,

(4) $(CH_2)_nOR^a$,

(5) $(CH_2)_nCO_2R^a$,

(6) $(CH_2)_nCN$,

(7) $(CH_2)_nNR^bR^c$,

(8) $(CH_2)_nNHC(O)CH_2CN$,

(9) $CONR^bR^c$, and

(10) C_{1-4} alkyl;

R_5 is selected from

(1) C_{1-6}alkyl,

(2) methyl substituted with C_{3-6}cycloalkyl, CO_2R^a, SO_2R^a, $CONR^bR^c$, OR^a, NR^bR^c, NO_2, N_3 or aryl,

(3) C_{3-6}cycloalkyl,

(4) C_{2-6}alkenyl,

(5) $CONR^bR^c$,

(6) $OR^{a'}$, wherein $R^{a'}$ is a non-hydrogen group selected from R^a,

(7) COR^a, and

(8) NR^bR^c;

with the proviso that when R_5 is n-propyl, n-butyl or cyclopropyl, R_4 is 4-methyl, and R_{6b} and R_{6c} are each H, then R_{6a} is not 2-(4,4-dimethyl-4,5-dihydro-1,3-oxazole), 2-CN or 2-CO_2Me;

R_{6a} is selected from

(1) C_{1-8} alkyl, optionally substituted with 1 to 5 groups independently selected from halogen, nitro, cyano, COR^a, SO_2R^d, CO_2R^a, NR^bR^c, $NR^bC(O)R^a$, $NHSO_2R^d$, OR^a, $OC(O)R^a$, $CONR^bR^c$,

(2) C_{3-8} cycloalkyl,

(3) C_{2-8} alkenyl optionally substituted with CO_2R^a;

(4) halogen,

(5) OCF_3,

(6) cyano,

(7) nitro,

(8) NR^bR^c,

(9) $NR^bC(O)R^a$,

(10) $NR^bCO_2R^{a'}$, wherein $R^{a'}$ is a non-hydrogen group selected from R^a,

(11) CO_2R^a,

(12) COR^a,

(13) $C(O)NR^bR^c$,

(14) $C(O)NHOR^a$,

(15) OR^a,

(16) $OC(O)R^a$,

(17) $S(O)_nR^{a'}$, wherein $R^{a'}$ is a non-hydrogen group selected from R^a,

(18) SO_2NHR^c,

(19) $NHSO_2R^d$,

(20) $C(=NOR^a)NR^bR^c$,

(21) $C(=NOR^a)R^a$, and

(22) substituted or unsubstituted heterocycle where the heterocycle is selected from oxadiazole, tetrazole, triazole, pyrazole, oxazole, isoxazole, thiazole, 4,5-dihydro-oxazole, 4,5-dihydro-1,2,4-oxadiazol-5-one, and wherein said substituent is 1 to 3 groups independently selected from C_{1-4}alkyl optionally substituted with 1 to 5 halogen atoms, OR^a, or $OC(O)R^a$;

R_{6b} and R_{6c} are independently selected from

(1) hydrogen, and

(2) a group from R_{6a}; with the proviso that not more than one of R_{6a}, R_{6b}, and R_{6c} is a heterocycle;

R_7 is selected from

(1) hydrogen,

(2) cyano,

(3) nitro,

(4) halogen,

(5) OR^a,

(6) CO_2R^a,

(7) $CONR^bR^c$, and

(8) C_{1-4} alkyl;

R^a is selected from

(1) hydrogen,

(2) C_{1-4} alkyl,

(3) C_{3-6} cycloalkyl,

(4) aryl, and

(5) aryl-C_{1-4} alkyl;

R^b and R^c are independently selected from

(1) hydrogen,

(2) C_{1-4} alkyl optionally substituted with OR^a,

(3) C_{3-6} cycloalkyl,

(4) aryl, and

(5) aryl-C_{1-4} alkyl; or

R^b and R^c together with the nitrogen atom to which they are attached form a 5- or 6-membered ring optionally containing a heteroatom selected from NR^a, O and S;
R^d is selected from

(1) C_{1-4} alkyl, optionally substituted with 1 to 3 halogen atoms,
(2) aryl,
(3) aryl-C_{1-4} alkyl, and
(4) NR^bR^c;

n is 0, 1 or 2
a pharmaceutically acceptable salt thereof.

2. A compound of Claim 1 wherein R_3 is hydrogen.

3. A compound of Claim 1 wherein R_3 is C_{1-4} alkyl.

4. A compound of Claim 1 wherein R_4 is H or a 4-substituent.

5. A compound of Claim 1 wherein R_4 is H or a 4-substituent selected from C_{1-4} alkyl and halogen.

6. A compound of Claim 1 wherein R_4 is 4-chloro or 4-methyl.

7. A compound of Claim 1 wherein R_5 is selected from ethyl, n-propyl, isopropyl, n-butyl, isobutyl, cyclopropyl and cyclopentylmethyl.

8. A compound of Claim 1 wherein R_5 is selected from C_{3-6}alkenyl and methyl substituted with CO_2R^a, SO_2R^a, $CONR^bR^c$, OR^a, NR^bR^c, N_3.

9. A compound of Claim 1 wherein X and Y are both CH.

10. A compound of Claim 1 wherein one of X and Y is CH and the other is N.

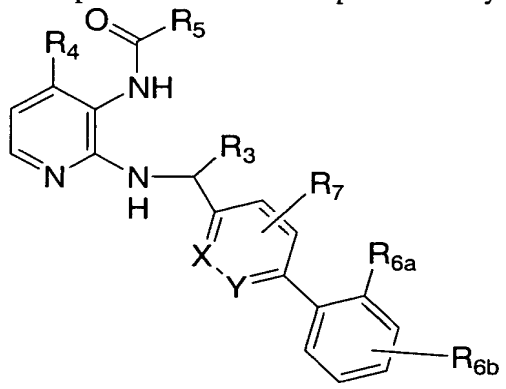
11. A compound of Claim 1 wherein R_{6a} is a 2- (or ortho-) substituent selected from CO_2R^a, $CONR^bR^c$, $CONHOR^a$, C_{1-8} alkyl substituted with 1 to 5 halogen atoms, cyano, SO_2NHR^c, and 1,2,4-oxadiazolyl optionally substituted with C1-4alkyl optionally substituted with 1-5 halogen atoms, OR^a or $OC(O)R^a$.

12. A compound of Claim 11 wherein R_{6a} is selected from 1,2,4-oxadiazolyl optionally substituted with C1-4alkyl optionally substituted with 1-5 halogen atoms, OR^a or $OC(O)R^a$.

13. A compound of Claim 1 wherein R_{6b} is selected from hydrogen, C_{1-8} alkyl optionally substituted with OH or 1 to 5 halogen atoms, NR^bR^c, OR^a, and nitro, and R_{6c} is hydrogen.

14. A compound of Claim 13 wherein R_{6b} is hydrogen, amino, nitro, methyl carboxylate, chloro, or methyl.

15. A compound of Claim 1 represented by formula Ia:



Ia

wherein R_3, R_4, R_5, R_{6a}, R_{6b}, R_7, X and Y are as defined in Claim 1.

16. A compound of Claim 15 wherein at least one of R_3, R_4 and R_{6b} is non-hydrogen.

17. A compound of Claim 15 wherein at least two of R_3, R_4 and R_{6b} are non-hydrogen.

18. A compound of Claim 15 wherein R_{6a} is selected from CO_2R^a, $CONR^bR^c$, $CONHOR^a$, C_{1-8} alkyl substituted with 1 to 5 halogen atoms, cyano, SO_2NHR^c, 1,2,4-oxadiazolyl optionally substituted with C_{1-4}alkyl optionally substituted with 1-5 halogen atoms, OR^a or $OC(O)R^a$.

19. A compound of Claim 18 wherein R_{6a} is selected from 1,2,4-oxadiazolyl optionally substituted with C_{1-4}alkyl optionally substituted with 1-5 halogen atoms, OR^a or $OC(O)R^a$.

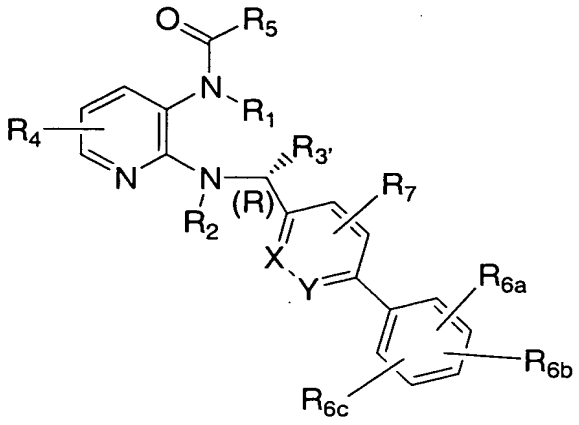
20. A compound of Claim 19 wherein R_{6b} is hydrogen.

21. A compound of Claim 15 wherein R_5 is n-propyl.

22. A compound of Claim 15 wherein R_5 is selected from methyl substituted with CO_2R^a, SO_2R^a, $CONR^bR^c$.

23. A compound of Claim 15 wherein
R_3 is H or C_{1-4} alkyl;
R_4 is H, C_{1-4} alkyl or halogen;
R_5 is R_5 is selected from ethyl, n-propyl, isopropyl, n-butyl, isobutyl, cyclopropyl, cyclopentylmethyl, C_{3-6}alkenyl and methyl substituted with CO_2R^a, SO_2R^a, $CONR^bR^c$, OR^a, NR^bR^c, N_3;
R_{6a} CO_2R^a, $CONR^bR^c$, $CONHOR^a$, C_{1-8} alkyl substituted with 1 to 5 halogen atoms, cyano, SO_2NHR^c, 1,2,4-oxadiazolyl optionally substituted with C_{1-4}alkyl optionally substituted with 1-5 halogen atoms, OR^a or $OC(O)R^a$;
R_{6b} hydrogen; and
R_{6c} is hydrogen; with the proviso that at least one of R_3, R_4 and R_{6b} is nonhydrogen.

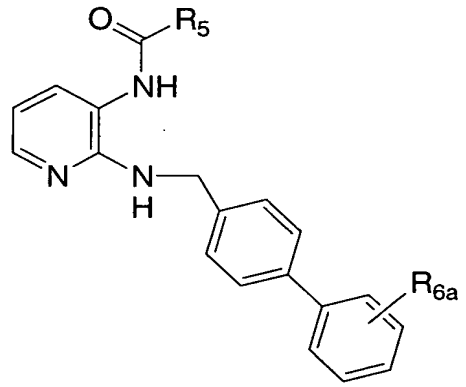
24. A compound of Claim 1 represented by the formula Ib:



Ib

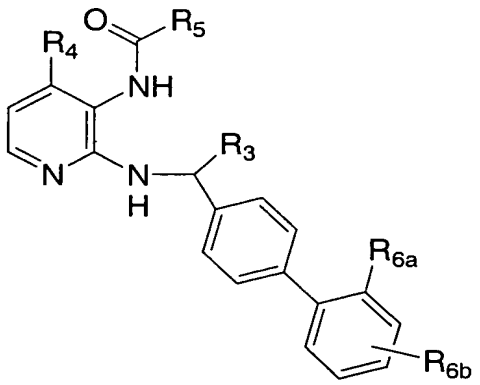
wherein all the variables are as defined in Claim 1, except $R_{3'}$ is C_{1-4} alkyl optionally substituted with 1 to 4 groups selected from halogen, CO_2R^a, OR^a, COR^a and cyano.

25. A compound selected from:



R_{6a}	R_5
3'-CHO	nBu
4'-CH_2OH	nBu
3'-CN	nBu
5'-CN	nBu
4'-CHO	nBu

R_{6a}	R_5
3'-COMe	nBu
4-COMe	nBu
3'-CH_2OH	nBu
3'-$CH(OH)CH_3$	nBu
4'-$CH(OH)CH_3$	nBu
4'-CO_2Me	nPr
3'-CO_2Me	nPr
3'-NH_2	nBu
4'-OMe	nPr
4'-Cl	nPr
3'-OCH_3	nBu
4'-CF_3	nBu
4'-OCF_3	nBu
4'-OEt	nBu
4'-NO_2	nBu
4'-SMe	nBu
3'-NO_2	nBu

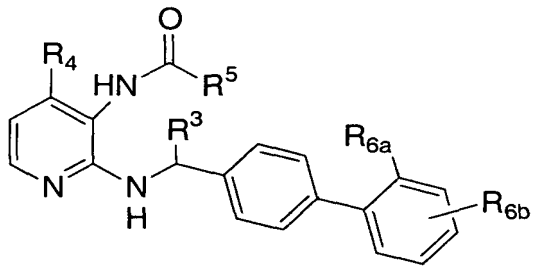


R_{6a}	R_{6b}	R_3	R_4	R_5
CO_2Me	5'-Me	Me(*R*)	Me	n-Pr
CO_2Me	6'-Me	Me(*R*)	Me	nPr

R_{6a}	R_{6b}	R_3	R_4	R_5
3-Me-1,2,4-oxadiazol-5-yl	H	H	H	nPr
CONHOMe	H	H	H	nPr
5-Me-1,2,4-oxadiazol-3-yl	H	H	H	nPr
5-(CH_2OH)-1,2,4-oxadiazol-3-yl	H	H	H	nPr
3-(acetoxymethyl)-1,2,4-oxadiazolyl	H	H	H	nPr
CO_2Me	H	H	H	nPr
CO_2Et	H	H	H	nPr
SO_2NHCH_3	H	H	H	nPr
CF_3	H	Me	H	nPr
CO_2Me	6'-NH_2	H	H	nPr
1 and 2-Me-tetrazol-5-yl (mixture)	H	H	H	nPr
CO_2Me	H	H	H	Et
5-(CH_2F)-1,2,4-oxadiazol-3-yl	H	H	H	nPr
1,3,4-oxadiazol-2-yl	H	H	H	nPr
CO_2Me	H	H	H	iBu
4,5-dihydro-2-oxazolyl	H	H	H	nPr
$NHCO_2Me$	H	H	H	nPr
CH_2CN	H	H	H	nPr
CH_2NHSO_2Me	H	H	H	nPr
CO_2Me	H	H	H	cPr
CO_2Me	4'-CO_2Me	H	H	nPr
CO_2Me	H	H	H	n-Bu
2-oxazolyl	H	H	H	nPr
CF_3	H	H	H	nPr
CO_2Me	H	H	H	i-Pr
1N-tetrazole	H	H	H	nPr
NO_2	H	H	H	nPr
CHO	H	H	H	nPr
5-Me-1,3,4-oxadiazol-2-yl	H	H	H	nPr
3-(methyl (2E)-3-prop-2-enoate)	H	H	H	nBu
CO_2Me	H	H	H	CH_2-cPen

R_{6a}	R_{6b}	R_3	R_4	R_5
CN	H	H	H	nPr
$CONHCH_3$	H	H	H	nBu
CO_2-cPen	H	H	H	nPr
CH_2NHSO_2Et	H	H	H	nPr
SO_2NHtBu	H	Me	H	nPr
CH_2CO_2Me	H	H	H	nPr
CHO	H	H	H	n-Bu
NHAc	H	H	H	nPr
Cl	H	H	H	nPr
CO_2Me	6'-NO_2	H	H	nPr
5-Me-4,5-dihydro-2-oxazolyl	H	H	H	nPr
COMe	H	H	H	nPr
Me 3-propanoate	H	H	H	nBu
CO_2Me	4'-Cl	H	H	nPr
SO_2NH-t-Bu	H	H	H	nPr
C(=NOH)Me	H	H	H	nBu
$CONH(CH_2)_2OH$	H	H	H	nPr
$CH_2NHSO_2N(Me)_2$	H	H	H	nPr
CH_3	H	H	H	nPr
COMe	H	H	H	nBu
$CONH_2$	H	H	H	nBu
$CH(OH)CH_3$	H	H	H	nBu
CH_2OH	H	H	H	nBu
OEt	H	H	H	nBu
NH_2	H	H	H	nPr
CH_2NH_2	H	H	H	nPr
OMe	H	H	H	nBu
SMe	H	H	H	nPr
$C(=NOH)NH_2$	H	H	H	nPr
1H-tetrazol-5-yl	H	H	H	nPr
CH_2NHAc	H	H	H	nPr

R_{6a}	R_{6b}	R_3	R_4	R_5
CO_2Me	4'-NH_2	H	H	nPr
OMe	5'-OMe	H	H	nBu
SO_2Me	H	H	H	nPr
4-Me-4,5-dihydro-2-oxazolyl	H	H	H	nPr
Cf(=NOMe)Me	H	H	H	nBu
CO_2Me	4'-OMe	H	H	nPr
4,4-dimethyl-4,5-dihydro-2-oxazolyl)	H	H	H	nPr
$CH_2NHC(O)$-cPr	H	H	H	nPr
4-Me-2-thiazolyl	H	H	H	nPr
4-Me-2-thiazolyl	H	H	H	nPr
$CONHCH(OH)CH_2OH$	H	H	H	nPr
$CONHCH_2CH(OH)CH_3$	H	H	H	nPr
CO_2Me	4'-CO_2H	H	H	nPr
CO_2Me	4'-NO_2	H	H	nPr
4,5-dimethyl-2-thiazolyl	H	H	H	nPr
4,5-dimethyl-2-thiazolyl	H	H	H	nPr
2-OH-1,1-dimethylethanecarboxamide	H	H	H	nPr



R_{6a}	R_{6b}	R_3	R_4	R_5
CO_2Me	3'-F	Me (*R*)	Cl	CH_2CO_2Me
CO_2Me	5'-Me	Me (*R*)	Me	CH_2SO_2Me
SO_2NHMe	H	Me (*R*)	Me	CH_2CONH_2
CO_2Me	H	H	H	CH_2SO_2Me

R_{6a}	R_{6b}	R_3	R_4	R_5
CO_2Me	H	H	Me	(E)-propenyl
CO_2Me	H	H	Me	CH_2N_3
CO_2Me	H	H	H	CH_2OCH_3
CO_2Me	H	H	H	$CONH_2$
CO_2Me	H	H	H	CH_2NMe_2
CO_2Me	H	H	H	OEt
CO_2Me	H	H	H	benzyl
CO_2Me	H	H	H	CH_2NO_2
CO_2Me	H	H	H	COPh
CO_2Me	H	H	Me	NHEt

26. A pharmaceutical composition comprising a compound according to Claim 1 or a pharmaceutically acceptable salt thereof; and a pharmaceutically acceptable carrier.

27. A method of treatment or prevention of pain and inflammation comprising a step of administering, to a subject in need of such treatment or prevention, an effective amount of a compound according to Claim 1 or a pharmaceutically acceptable salt thereof.

28. A method of treatment of osteoarthritis, repetitive motion pain, dental pain, cancer pain, myofascial pain, muscular injury pain, fibromyalgia pain, perioperative pain comprising a step of administering, to a subject in need of such treatment, an effective amount of a compound according to Claim 1 or a pharmaceutically acceptable salt thereof.

29. A method of treatment or prevention of inflammatory pain caused by chronic obstructive pulmonary disease, asthma, inflammatory bowel disease, rhinitis, pancreatitis, cystitis (interstitial cystitis), uveitis, inflammatory skin disorders, rheumatoid arthritis, edema resulting from trauma associated with burns, sprains or fracture, postsurgical intervention, osteoarthritis, rheumatic disease, teno-synovitis, or gout comprising a step of administering, to a subject in need of such treatment or

prevention, an effective amount of a compound according to Claim 1 or a pharmaceutically acceptable salt thereof.

30. A method of treatment or prevention of pain associated with angina, menstruation or cancer comprising a step of administering, to a subject in need of such treatment or prevention, an effective amount of a compound according to Claim 1 or a pharmaceutically acceptable salt thereof.

31. A method of treatment of diabetic vasculopathy, post capillary resistance, diabetic symptoms associated with insulitis, psoriasis, eczema, spasms of the gastrointestinal tract or uterus, Crohn's disease, ulcerative colitis, or pancreatitis comprising a step of administering, to a subject in need of such treatment, an effective amount of a compound according to Claim 1 or a pharmaceutically acceptable salt thereof.

32. A method of treatment or prevention of pain caused by pneumoconiosis, including aluminosis, anthracosis, asbestosis, chalicosis, ptilosis, siderosis, silicosis, tabacosis, byssinosis, adult respiratory distress syndrome, bronchitis, allergic rhinitis, vasomotor rhinitis, liver disease, multiple sclerosis, atherosclerosis, Alzheimer's disease, septic shock, cerebral edema, headache, migraine, closed head trauma, irritable bowel syndrome, or nephritis comprising a step of administering, to a subject in need of such treatment or prevention of pain, an effective amount of a compound according to Claim 1 or a pharmaceutically acceptable salt thereof.